

Fill in this information to identify the case:

Debtor name Earth Pride Organics, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF PENNSYLVANIA

Case number (if known) 17-13816(ELF)

☐ Check if this is an amended filing

Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from *Schedule A/B*..... \$ 0.00

1b. **Total personal property:**

Copy line 91A from *Schedule A/B*..... \$ 426,086.66

1c. **Total of all property:**

Copy line 92 from *Schedule A/B*..... \$ 426,086.66

Part 2: Summary of Liabilities

2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ 3,527,391.28

3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ 2,285,388.04

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ 5,513,127.48

4. **Total liabilities**
Lines 2 + 3a + 3b

\$ 11,325,906.80

Fill in this information to identify the case:

Debtor name Earth Pride Organics, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF PENNSYLVANIA

Case number (if known) 17-13816(ELF)

☒ Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. PNC Bank

Checking - Operating Account

5015

\$5,973.34

3.2. PNC Bank

Checking - Payroll Account

5015

\$49.84

4. Other cash equivalents (Identify all)

5. Total of Part 1.

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$6,023.18

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1. Prepayment

\$656.00

Debtor Earth Pride Organics, LLC
Name

Case number (if known) 17-13816(ELF)

9. **Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$656.00

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- ☐ No. Go to Part 4.
☒ Yes Fill in the information below.

11. **Accounts receivable**

11a. 90 days old or less: 408,031.56 - 0.00 = \$408,031.56
face amount doubtful or uncollectible accounts

12. **Total of Part 3.**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$408,031.56

Part 4: Investments

13. Does the debtor own any investments?

- ☐ No. Go to Part 5.
☒ Yes Fill in the information below.

Valuation method used
for current value

Current value of
debtor's interest

14. **Mutual funds or publicly traded stocks not included in Part 1**
Name of fund or stock:

15. **Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**

Name of entity: % of ownership

Lancaster Fine Foods, Inc - 100%

CO Nolt - 100%

EPO Brands - 100%

EPX - 100%

15.1. Founders Market and Co. - 87.5% % \$0.00

16. **Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**
Describe:

17. **Total of Part 4.**

Add lines 14 through 16. Copy the total to line 83.

\$0.00

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Debtor Earth Pride Organics, LLC
Name

Case number (If known) 17-13816(ELF)

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☐ No. Go to Part 8.
☒ Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39.	Office furniture Office Furniture	\$0.00		\$11,375.92

40. Office fixtures

41. Office equipment, including all computer equipment and communication systems equipment and software

42. Collectibles *Examples:* Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

43. Total of Part 7.

Add lines 39 through 42. Copy the total to line 86.

\$11,375.92

44. Is a depreciation schedule available for any of the property listed in Part 7?

- ☒ No
☐ Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☒ No. Go to Part 10.
☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
☐ Yes Fill in the information below.

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☒ No. Go to Part 12.
☐ Yes Fill in the information below.

Debtor Earth Pride Organics, LLC Case number (If known) 17-13816(ELF)
Name

Debtor Earth Pride Organics, LLC
Name

Case number (if known) 17-13816(ELF)

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$6,023.18</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$656.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$408,031.56</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$11,375.92</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ <u>\$0.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$426,086.66</u>	+ 91b. <u>\$0.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$426,086.66</u>

Fill in this information to identify the case:

Debtor name **Earth Pride Organics, LLC**

United States Bankruptcy Court for the: **EASTERN DISTRICT OF PENNSYLVANIA**

Case number (if known) **17-13816(ELF)**

☒ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

2.1 Change Capital Partners Fund I, LLC

Creditor's Name
**590 Madison Avenue
21st Floor
New York, NY 10022**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No
- ☒ Yes. Specify each creditor, including this creditor and its relative priority.

**1. Change Capital Partners Fund I, LLC
2. Midtown Capital Partners, LLC
3. Midtown Capital Partners, LLC**

Describe debtor's property that is subject to a lien
90 days or less: Accounts Receivable; all other assets of the debtor

Describe the lien

Is the creditor an insider or related party?

- ☒ No
- ☐ Yes
- Is anyone else liable on this claim?

- ☐ No
- ☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

- Check all that apply
- ☐ Contingent
- ☐ Unliquidated
- ☒ Disputed

Column A

Amount of claim

Do not deduct the value of collateral.

\$656,739.56

Column B

Value of collateral that supports this claim

\$408,031.56

2.2 Fox Rothschild

Creditor's Name
**2000 Market Street
20th Floor
Philadelphia, PA 19103**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Describe debtor's property that is subject to a lien

\$2,392,565.69

\$0.00

Describe the lien

Is the creditor an insider or related party?

- ☒ No
- ☐ Yes
- Is anyone else liable on this claim?
- ☐ No

Debtor **Earth Pride Organics, LLC**
Name

Case number (if know) **17-13816(ELF)**

☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☒ No
☐ Yes. Specify each creditor, including this creditor and its relative priority.

As of the petition filing date, the claim is:

Check all that apply
☐ Contingent
☐ Unliquidated
☒ Disputed

2.3 Midtown Capital Partners, LLC

Creditor's Name
**590 Madison Avenue
21st Floor
New York, NY 10022**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☐ No
☒ Yes. Specify each creditor, including this creditor and its relative priority.

Specified on line 2.1

Describe debtor's property that is subject to a lien

90 days or less: Accounts Receivable; all other assets of the debtor

\$279,961.93

\$408,031.56

Describe the lien

Is the creditor an insider or related party?

☒ No
☐ Yes
Is anyone else liable on this claim?
☐ No

☒ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply
☐ Contingent
☐ Unliquidated
☒ Disputed

2.4 Midtown Capital Partners, LLC

Creditor's Name
**590 Madison Avenue
21st Floor
New York, NY 10022**

Creditor's mailing address

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☐ No
☒ Yes. Specify each creditor, including this creditor and its relative priority.

Specified on line 2.1

Describe debtor's property that is subject to a lien

90 days or less: Accounts Receivable; all other assets of the Debtor

\$198,124.10

\$408,031.56

Describe the lien

Is the creditor an insider or related party?

☒ No
☐ Yes
Is anyone else liable on this claim?

☒ No
☐ Yes. Fill out *Schedule H: Codebtors* (Official Form 206H)

As of the petition filing date, the claim is:

Check all that apply
☐ Contingent
☐ Unliquidated
☒ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$3,527,391.28

Debtor Earth Pride Organics, LLC Case number (if know) 17-13816(ELF)
Name

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did
you enter the related creditor?

Last 4 digits of
account number for
this entity

Fill in this information to identify the case:

Debtor name **Earth Pride Organics, LLC**

United States Bankruptcy Court for the: **EASTERN DISTRICT OF PENNSYLVANIA**

Case number (if known) **17-13816(ELF)**

☒ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☐ No. Go to Part 2.

☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
2.1	Priority creditor's name and mailing address Assurant One Sun Life Executive Park Wellesley Hills, MA 02481	\$5,159.72	\$0.00
	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		
	Date or dates debt was incurred		
	Basis for the claim: 11 U.S.C. 507(a)(5)		
	Last 4 digits of account number		
	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
	Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (5)		
2.2	Priority creditor's name and mailing address Colonial Life PO Box 1365 Columbia, SC 29202	\$4,865.12	\$0.00
	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		
	Date or dates debt was incurred		
	Basis for the claim: 11 U.S.C. 507(a)(5)		
	Last 4 digits of account number		
	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
	Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (5)		

Debtor	Earth Pride Organics, LLC Name	Case number (if known)	17-13816(ELF)
--------	--	------------------------	----------------------

2.3	Priority creditor's name and mailing address H S A	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$2,481.55	\$0.00
	Date or dates debt was incurred Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (5)	Basis for the claim: 11 U.S.C. 507(a)(5) Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

2.4	Priority creditor's name and mailing address Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$2,118,536.67	\$2,118,536.67
	Date or dates debt was incurred Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Basis for the claim: Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

2.5	Priority creditor's name and mailing address Legal Shield On Pre Paid Way Ada, OK 47482	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$1,596.90	\$0.00
	Date or dates debt was incurred Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (5)	Basis for the claim: 11 U.S.C. 507(a)(5) Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

2.6	Priority creditor's name and mailing address Ohio National One Financial Way Cincinnati, OH 45242	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$14,342.20	\$0.00
	Date or dates debt was incurred Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (5)	Basis for the claim: 11 U.S.C. 507(a)(5) Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

Debtor **Earth Pride Organics, LLC**
Name

Case number (if known)

17-13816(ELF)

2.7 Priority creditor's name and mailing address

**PA Department of Revenue
Department 280946
Attn: Bankruptcy Division
Harrisburg, PA 17128-0946**

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

\$138,405.88

\$138,405.88

Date or dates debt was incurred

Basis for the claim:

Last 4 digits of account number

Is the claim subject to offset?

Specify Code subsection of PRIORITY
unsecured claim: 11 U.S.C. § 507(a) (8)

☒ No

☐ Yes

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Amount of claim

3.1 Nonpriority creditor's name and mailing address

501 Richardson Acquisition

As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent
☐ Unliquidated
☐ Disputed

\$48,634.61

Date(s) debt was incurred

Last 4 digits of account number

Basis for the claim:

Is the claim subject to offset? ☒ No ☐ Yes

3.2 Nonpriority creditor's name and mailing address

**AT&T
208 Akard Street
Dallas, TX 75202**

As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent
☐ Unliquidated
☐ Disputed

\$5,092.30

Date(s) debt was incurred

Last 4 digits of account number

Basis for the claim:

Is the claim subject to offset? ☒ No ☐ Yes

3.3 Nonpriority creditor's name and mailing address

**City of Lancaster
38 W Chestnut Street
Lancaster, PA 17608**

As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent
☐ Unliquidated
☐ Disputed

\$2,444.55

Date(s) debt was incurred

Last 4 digits of account number

Basis for the claim:

Is the claim subject to offset? ☒ No ☐ Yes

3.4 Nonpriority creditor's name and mailing address

**Comcast
1701 John F Kennedy Boulevard
Philadelphia, PA 19103**

As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent
☐ Unliquidated
☐ Disputed

\$240.75

Date(s) debt was incurred

Last 4 digits of account number

Basis for the claim:

Is the claim subject to offset? ☒ No ☐ Yes

3.5 Nonpriority creditor's name and mailing address

**Complete Door & Access
608 N Cedar Street
Lititz, PA 17543**

As of the petition filing date, the claim is: *Check all that apply.*

- ☐ Contingent
☐ Unliquidated
☐ Disputed

\$376.45

Date(s) debt was incurred

Last 4 digits of account number

Basis for the claim:

Is the claim subject to offset? ☒ No ☐ Yes

Debtor **Earth Pride Organics, LLC**
Name

Case number (if known) **17-13816(ELF)**

3.6	Nonpriority creditor's name and mailing address Conduent Consulting 100 Campus Drive Site 200 Florham Park, NJ 07932 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$65.25
3.7	Nonpriority creditor's name and mailing address Dalmatia Import Goup Inc Maia Magee, CEO 28 W Flagler Street Suite 900 Miami, FL 33130 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,167,000.00
3.8	Nonpriority creditor's name and mailing address David and Arlene Esh 819 Narvon Road Narvon, PA 17555 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$199,350.77
3.9	Nonpriority creditor's name and mailing address Don Neireiter 7201 Drifter Court Burke, VA 22015 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,100,000.00
3.10	Nonpriority creditor's name and mailing address Dr Ross Decter 288 Bahia Avenue Hershey, PA 17033 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$700,000.00
3.11	Nonpriority creditor's name and mailing address Drexel University 3141 Chestnut Street Philadelphia, PA 19104 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$6,493.15
3.12	Nonpriority creditor's name and mailing address East Lampeter Township Sewer 2550 Old Philadelphia Pike Smoketown, PA 17576 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$208.33

Debtor **Earth Pride Organics, LLC**
Name

Case number (if known) **17-13816(ELF)**

3.13	Nonpriority creditor's name and mailing address EZ Solutions 111 Centerville Road Lancaster, PA 17603 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,192.10
3.14	Nonpriority creditor's name and mailing address J&J Service Solutions LLC 1820 Franklin Street Columbia, PA 17512 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,464.14
3.15	Nonpriority creditor's name and mailing address Leonard Waldner 1450 Reading Road Mohnton, PA 19540 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$129,000.00
3.16	Nonpriority creditor's name and mailing address Liberty Power Holdings 1901 W Cypress Creek Road Suite 600 Ft Lauderdale, FL 33309 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$736.53
3.17	Nonpriority creditor's name and mailing address Linda Goldsmith 2520 Brookside Drive Lancaster, PA 17601 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$50,000.00
3.18	Nonpriority creditor's name and mailing address Michael and Kathy Thompson 490 Snyder Road Lancaster, PA 17543 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$818,575.38
3.19	Nonpriority creditor's name and mailing address NAI Commercial Partners 206 A West James Street Lancaster, PA 17601 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$16,435.45

Debtor	Earth Pride Organics, LLC Name _____	Case number (if known)	17-13816(ELF)
--------	--	------------------------	----------------------

3.20	Nonpriority creditor's name and mailing address Nikolaus & Hohenadel 212 North Queen Street Lancaster, PA 17603 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,419.00
------	--	--	-------------------

3.21	Nonpriority creditor's name and mailing address PA Pallet 501 Richardson Drive Lancaster, PA 17603 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$478.00
------	---	--	-----------------

3.22	Nonpriority creditor's name and mailing address POP IT Graphics Inc 1195 Enterprise Road East Petersburg, PA 17520 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,079.46
------	---	--	-------------------

3.23	Nonpriority creditor's name and mailing address PPL 827 Hausman Road Allentown, PA 18104 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$12,325.73
------	---	--	--------------------

3.24	Nonpriority creditor's name and mailing address The LLB Group 2832 Mount Carmel Avenue Glenside, PA 19038 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$34,390.01
------	--	--	--------------------

3.25	Nonpriority creditor's name and mailing address Tim Cost 1102 Saint Finegan Drive West Chester, PA 19382 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$200,000.00
------	---	--	---------------------

3.26	Nonpriority creditor's name and mailing address Trout Ebersole & Groff 1705 Oregon Pike Lancaster, PA 17601 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$760.00
------	--	--	-----------------

Debtor **Earth Pride Organics, LLC**
Name

Case number (if known) **17-13816(ELF)**

3.27	Nonpriority creditor's name and mailing address UGI 461 N Gulph Road Suite 100 King of Prussia, PA 19406 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$769.60
3.28	Nonpriority creditor's name and mailing address UGI 462 N Gulph Road Suite100 King of Prussia, PA 19406 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$71.27
3.29	Nonpriority creditor's name and mailing address Verizon Wireless 1 Verizon Way Basking Ridge, NJ 07920 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,021.70
3.30	Nonpriority creditor's name and mailing address Western Pest Services 3310 West Chester Pike Newtown Square, PA 19073 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$4,709.58
3.31	Nonpriority creditor's name and mailing address Wizard Safe and Lock 218 North Prince Street Lancaster, PA 17603 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,793.37

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1
5b. Total claims from Part 2

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

Total of claim amounts
5a. \$ **2,285,388.04**
5b. + \$ **5,513,127.48**

5c. \$ **7,798,515.52**

Fill in this information to identify the case:

Debtor name Earth Pride Organics, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF PENNSYLVANIA

Case number (if known) 17-13816(ELF)

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).

Property

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

501 Richardson Acquisitions LLC
c/o David I Grunfeld, Esquire
Astor Weiss Kaplan & Mandel LLP
The Bellevue, 200 S Broad St, Ste 600
Philadelphia, PA 19102

Fill in this information to identify the case:

Debtor name Earth Pride Organics, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF PENNSYLVANIA

Case number (if known) 17-13816(ELF)

☒ Check if this is an amended filing

Official Form 206H
Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.

☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name	Mailing Address	Name	Check all schedules that apply:
2.1 Mike Thompson	490 Snyder Road Lancaster, PA 17543	501 Richardson Acquisition	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.1</u> <input type="checkbox"/> G _____
2.2 Mike Thompson	490 Snyder Road Lancaster, PA 17543	Change Capital Partners Fund I, LLC	<input checked="" type="checkbox"/> D <u>2.1</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.3 Mike Thompson	490 Snyder Road Lancaster, PA 17543	Fox Rothschild	<input checked="" type="checkbox"/> D <u>2.2</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____
2.4 Mike Thompson	490 Snyder Road Lancaster, PA 17543	Midtown Capital Partners, LLC	<input checked="" type="checkbox"/> D <u>2.3</u> <input type="checkbox"/> E/F _____ <input type="checkbox"/> G _____

Fill in this information to identify the case:

Debtor name Earth Pride Organics, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF PENNSYLVANIA

Case number (if known) 17-13816(ELF)

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☒ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 18, 2017

☒ /s/ Michael S. Thompson

Signature of individual signing on behalf of debtor

Michael S. Thompson

Printed name

Managing Member

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name Earth Pride Organics, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF PENNSYLVANIA

Case number (if known) 17-13816(ELF)

☒ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None. To be supplied

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

3.1. See Exhibit "A"

\$0.00

- ☐ Secured debt
☐ Unsecured loan repayments
☐ Suppliers or vendors
☐ Services
☐ Other

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address
Relationship to debtor

Dates

Total amount of value

Reasons for payment or transfer

EXHIBIT “A”

EPO Creditors paid in the 90 days prior to Ch. 11 filing

<u>Vendor</u>	<u>Amount</u>	<u>Category</u>
Capital BlueCross	\$ 15,272.38	Benefits
David & Arlene Esh	\$ 8,666.66	Loan payment
The LLB Group, LLC	\$ 11,335.00	IT services
NAI Commercial Partners, Inc	\$ 15,000.00	Broker services
Nikolaus & Hohenadel, LLP	\$ 12,500.00	Legal fees
PPL Electric Utilities	\$ 44,349.99	Utilities
501 Richardson Acquisition LLC	\$ 42,529.80	Rent
UGI Utilities, Inc.	\$ 16,697.58	Utilities
Westfield Insurance	\$ 30,087.56	Insurance
The Zenith Insurance Company	\$ 26,687.00	Insurance

Debtor **Earth Pride Organics, LLC**Case number (if known) **17-13816(ELF)**

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. See Exhibit "B"		\$0.00	

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
-----------------------------	--------------------------	------	-------------------

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
-----------------------------	---	-----------------------	--------

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. Leonard Waldner v. Earth Pride Organics, LLC and David Esh CI-15-07552	Civil	Lancaster County Court of Common Pleas	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. K & S Group, LLC v. Lancaster Fine Foods, Inc. CI-15-02887	Civil	Lancaster County Court of Common Pleas	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.3. W G Hall, LLC v. Lancaster Fine Foods, Inc. CI-16-03380		Lancaster County Court of Common Pleas	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.4. Lancaster Fine Foods, Inc. v. W G Hall, LLC and Michael S. Williams CI-17-03552	Civil	Lancaster County Court of Common Pleas	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.5. Lancaster Fine Foods, Inc. v. Steve's Frozen Chillers, Inc. CI-14-09707	Civil	Lancaster County Court of Common Pleas	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.6. Steve's Frozen Chillers, Inc. v. Lancaster Fine Foods, Inc. (consolidated with CI-14-09707) CI-14-09707	Civil	Lancaster County Court of Common Pleas	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

EXHIBIT “B”

Payments made to investors in the past year.

LFF

<u>Name</u>	<u>Inv#</u>	<u>Date</u>	<u>Amount</u>	<u>Type</u>
Mike Thompson	REPAYLOAN_06302016	6/30/2016	\$ 25,000.00	Loan Repayment
Scott Goldsmith	CK02815201	5/5/2017	\$ 20,000.00	Loan Repayment
	CK02803301	2/8/2017	\$ 50,000.00	Loan Repayment

EPO

Scott Goldsmith	2015_DIST	9/29/2016	\$ 5,134.69	Distribution
Mark Thompson	2015_DIST	10/7/2016	\$ 5,134.69	Distribution
Ross Decter	2015_DIST	10/7/2016	\$ 6,846.26	Distribution
Donald Neireiter	2016-06	6/1/2016	\$ 15,000.00	Interest
	2016-08	8/1/2016	\$ 9,000.00	Interest
	2016-09	9/1/2016	\$ 15,000.00	Interest
	2015_DIST	10/5/2016	\$ 6,846.26	Distribution
	INTEREST_1229	12/29/2016	\$ 72,005.23	Interest

Debtor **Earth Pride Organics, LLC**Case number (if known) **17-13816(ELF)**

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.7. Dalmatia Import Group, Inc. and Maia Magee v. Foodmatch, Inc., Lancaster Fine Foods, Inc. Earth Pride Organics, LLC, C.O. Nolt, Inc. and Michael S. Thompson 16-2767	Civil	US District Court Eastern District of PA	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
------------------------------	---	-------------	-------

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
<p>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.</p> <p>List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</p>			

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☒ None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
--	---	-------	--------------------------

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

Debtor Earth Pride Organics, LLCCase number (if known) 17-13816(ELF)

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
-------------------------	-----------------------------------	---------------------------	-----------------------

Trustee

13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
-----------------------------------	---	---------------------------	--------------------------

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address

Dates of occupancy
From-To14.1. **2320 Norman Road
lancaster, PA**

Inception-2017

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services
the debtor providesIf debtor provides meals
and housing, number of
patients in debtor's care**Part 9: Personally Identifiable Information****16. Does the debtor collect and retain personally identifiable information of customers?**☒ No.☐ Yes. State the nature of the information collected and retained.**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**☒ No. Go to Part 10.☐ Yes. Does the debtor serve as plan administrator?**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses,

Debtor **Earth Pride Organics, LLC**Case number (if known) **17-13816(ELF)**

cooperatives, associations, and other financial institutions.

☒ NoneFinancial Institution name and
AddressLast 4 digits of
account numberType of account or
instrumentDate account was
closed, sold,
moved, or
transferredLast balance
before closing or
transfer**19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address

Names of anyone with
access to it
Address

Description of the contents

Do you still
have it?**20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address

Names of anyone with
access to it

Description of the contents

Do you still
have it?**Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own****21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).*Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.*Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.☒ No.☐ Yes. Provide details below.Case title
Case numberCourt or agency name and
address

Nature of the case

Status of case

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?☒ No.☐ Yes. Provide details below.

Site name and address

Governmental unit name and
address

Environmental law, if known

Date of notice

Debtor **Earth Pride Organics, LLC**Case number (if known) **17-13816(ELF)****24. Has the debtor notified any governmental unit of any release of hazardous material?**

- ☒ No.
☐ Yes. Provide details below.

Site name and address**Governmental unit name and address****Environmental law, if known****Date of notice****Part 13: Details About the Debtor's Business or Connections to Any Business****25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

Business name address**Describe the nature of the business****Employer identification number**

Do not include Social Security number or ITIN.

Dates business existed**26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

- ☐ None

Name and address**Date of service
From-To**

26a.1. **Trout, Ebersole & Groff LLP**
1705 Oregon Pike
Lancaster, PA 17601

1/12 - today

26a.2. **Ryan Butzer**
Chief Financial Officer
Lancaster Fine Foods
Richardson Road
Lancaster, PA

1/17-today

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

- ☐ None

Name and address**Date of service
From-To**

26b.1. **Trout, Ebersole & Groff, LLP**
1705 Oregon Pike
Lancaster, PA 17601

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

- ☒ None

Name and address**If any books of account and records are
unavailable, explain why**

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

- ☒ None

Name and address**27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- ☒ No
☐ Yes. Give the details about the two most recent inventories.

Debtor Earth Pride Organics, LLCCase number (if known) 17-13816(ELF)

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Michael and Kathy Thompson		President	225 units
Name	Address	Position and nature of any interest	% of interest, if any
Scott Goldsmith			75 units
Name	Address	Position and nature of any interest	% of interest, if any
Mark Thompson			75 units
Name	Address	Position and nature of any interest	% of interest, if any
Donald Neireiter		VP/Secretary	100 units
Name	Address	Position and nature of any interest	% of interest, if any
Dr. Ross Decter		Treasurer	100 units
Name	Address	Position and nature of any interest	% of interest, if any
Thompson Dynasty Trust			550 units

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☒ No
☐ Yes. Identify below.

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
☒ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1 see exhibit B			
Relationship to debtor			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

Debtor Earth Pride Organics, LLC

Case number (if known) 17-13816(ELF)

- ☐ No
☒ Yes. Identify below.

Name of the parent corporation EPO

Employer Identification number of the parent corporation

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

Debtor Earth Pride Organics, LLCCase number (if known) 17-13816(ELF)**Part 14: Signature and Declaration**

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 18, 2017

/s/ Michael S. Thompson

Signature of individual signing on behalf of the debtor

Michael S. Thompson

Printed name

Position or relationship to debtor Managing Member

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☒ No

☐ Yes